

Exhibit 2

Condair Settlement Term Sheet

Settlement Term Sheet

This term sheet (this “**Term Sheet**”) sets forth the principal terms of a settlement (the “**Settlement**”) between Core Scientific, Inc. and its debtor affiliates (collectively, “**Core**” or the “**Debtors**”) and Condair Inc. (“**Condair**”; each of Core and Condair is referred to herein, individually, as a “**Party**” and, collectively, as the “**Parties**”).

This Term Sheet and the terms set forth herein are binding upon, and inure to the benefit of, the Parties, subject to the approval of the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”). This Term Sheet does not purport to set forth every term of the Settlement Motion (as defined below) or the 9019 Order (as defined below).

Term	Description
Claims and Liens	Condair has asserted pre-petition and post-petition claims (such claims and any other claims that may be asserted, the “ Condair Claims ”) against the Debtors, including, without limitation that certain Proof of Claim No. 430. Condair has filed liens against the Debtors’ assets (such liens, the “ Condair Liens ”), including mechanics’ liens against the Debtors’ real property assets at the Debtors’ Cedarvale site and at the Debtors’ Cottonwood site.
Approval of the Settlement	Debtors to file a motion to approve the Settlement (the “ Settlement Motion ”). Debtors to obtain entry of an order of the Bankruptcy Court under sections 365(a), and 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019 approving the Settlement(such order, the “ 9019 Order ”). The Debtors will request that the 9019 Order shall be effective immediately upon its entry.
Release of Condair Claims and Condair Liens	9019 Order to provide, among other things, that (i) within five (5) days following entry of the 9019 Order, Core shall make a payment to Condair in the amount of \$2,400,000 (the “ Settlement Payment ”), (ii) upon receipt of the Settlement Payment in immediately available funds, (a) the Condair Claims shall be fully and finally paid, satisfied, released and expunged (b) the Condair Liens shall be fully and finally released, extinguished and discharged, (c) any contracts and outstanding purchase orders between Condair and the Debtors are terminated and Condair shall not have claims for rejection damages based on termination, and (d) the Parties shall each grant a complete and final release of all claims and covenant not to sue, in each case, in favor of the other Party.

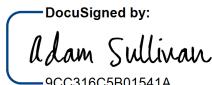
Provision of Equipment	Upon entry of a 9019 Order approving the same, the Debtors shall have no further interest, if any, in the goods described in <u>Annex A</u> to the extent such goods are in Condair's possession.
Attorneys' Fees	Core and Condair will each be responsible for and pay its own legal fees and out-of-pocket expenses in connection with the Condair Claims, the Condair Liens, and the chapter 11 cases of the Debtors pending in the Bankruptcy Court.
Closing and Other Customary Terms	Settlement Motion and 9019 Order to include for terms reasonable and customary to settlement agreements in similarly complex chapter 11 cases, with such terms to be negotiated by the Parties.
Bankruptcy Court Approval	<p>The Debtors shall file the Settlement Motion with the Bankruptcy Court on or prior to July 14, 2023.</p> <p>The Debtors and Condair shall act in good faith to implement the Settlement and shall take all actions reasonably necessary to obtain entry of the 9019 Order.</p>
Binding Effect	This Term Sheet and the terms hereof are legally binding upon, and inure to the benefit of, the Parties, subject to the approval of the Bankruptcy Court and entry of the 9019 Order.

IN WITNESS WHEREOF, duly authorized members of the Parties have executed this Term Sheet as of June 28, 2023.

CONDAIR INC.

By 
Name: **Dave volton**
Title: **VP Sales and Marketing**
NA

CORE SCIENTIFIC, INC.

By: 
Name: **Adam Sullivan**
Title: **President**

Annex A

Description	Condair Part Number
ME Tank Module (tanks)	2602745
ME Tank Module (spray bars)	2602748 2602749 2602750
ME Media Module	2603445 2603446 2603455 2603456 2603460 2603462
ME Hydraulic Unit 7 Stage Control Double Hydraulic Cover	2602860
Base Install Kit	2603479